

RECORDATION NO. 16715-B FILED 1425

DEC 5 - 1995 - 11 20 AM

INTERSTATE COMMERCE COMMISSION

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OF COUNSEL
URBAN A. LESTER

December 5, 1995

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) copies of a Notice of Partial Termination of Equipment Lease, dated as of December 5, 1995, a primary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document related to the Memorandum of Lease, which was duly filed with the Commission under Recordation Number 16715.

The names and addresses of the parties to the enclosed document are:

Lessor : Connell Finance Company
45 Cardinal Drive
Westfield, New Jersey 07090-1099

A description of the railroad equipment covered by the enclosed document is:

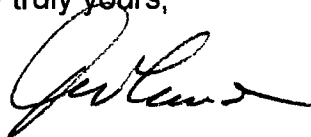
Twenty four (24) gondola cars bearing DRGW reporting marks and road numbers set forth on Schedule I to the Notice

Mr. Vernon A. Williams
December 5, 1995
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Also enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return two stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', written in a cursive style.

Robert W. Alvord

RWA/bg
Enclosures



Interstate Commerce Commission
Washington, D.C. 20423-0001

12/5/95

Office Of The Secretary

Robert W Alvord
Alvord And Alvord
918 Sixteenth St., NW., Ste. 200
Washington, DC., 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/5/95 at 11:20AM , and assigned recordation number(s). 16715-B ✓

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)
(0100877048)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

NOTICE OF PARTIAL TERMINATION OF EQUIPMENT LEASE

This Notice of Partial Termination of Equipment Lease dated as of this 5th day of December, 1995, by Connell Finance Company, Inc., a New Jersey corporation (Lessor).

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INTERSTATE COMMERCE COMMISSION

RECITALS

WHEREAS, Lessor and The Denver and Rio Grande Western Railroad Company, a Delaware corporation (*Lessee*) entered into a Lease Agreement dated as of December 21, 1989 (the *Lease*) pursuant to which Lessor leased to Lessee certain equipment originally consisting of 103 steel 100 ton 4000 C.F. gondola cars, with identification marks DRGW 13000 - 13102 (both inclusive)(collectively, the *Equipment*, and individually a *Unit of Equipment*);

WHEREAS, the Lease was evidenced by a Memorandum of Lease of Railroad Equipment filed with the Interstate Commerce Commission on January 11, 1990 at 10:45 AM, Recordation No. 16715;

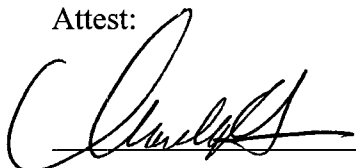
WHEREAS, subsequently, Lessor and Southern Pacific Lines entered into a letter agreement dated June 21, 1995 (the *Letter Agreement*) in which the parties agreed upon the post-Basic Term rights and obligations of the parties regarding repair, return, storage, and rent of the Units of Equipment; and

WHEREAS, the undersigned wishes to provide notice for the public record that the Lease has terminated as to a portion of the Units of Equipment;

NOW THEREFORE, as and only as to those Units of Equipment designated on Schedule I hereto, the undersigned does hereby acknowledge the termination of Lease as of this 5th day of December, 1995; *provided, however*, that all unfulfilled obligations of Lessee incurred prior to said termination as to such Units under the Lease and under the Letter Agreement, (including, without limitation, Section 9 (regarding removal of liens), Section 10 (indemnities), and, as modified by the Letter Agreement, Section 15.3 (condition upon redelivery) of the Lease), shall survive termination. The Lease and the Letter Agreement shall continue to be in full force and effect for all the Units of Equipment other than those designated on Schedule I hereto.

IN WITNESS WHEREOF, the undersigned has caused this Notice of Partial Termination of Equipment Lease to be executed by its duly authorized officer and the corporate seals to be hereto affixed as of the day and year first above written.

Attest:



Name: Mark R. Decker

Title: Assistant Secretary

CONNELL FINANCE COMPANY, INC.

By: Joseph E. Marioni

Name: Joseph E. MARIONI

Title: Executive Vice President

**NOTARIZATION OF NOTICE OF PARTIAL TERMINATION OF EQUIPMENT
LEASE**

STATE OF NEW JERSEY)
) SS.:
COUNTY OF UNION)

On this 5th day of December, 1995, before me personally appeared Joseph E. Marion, to me personally known, who, being by me duly sworn, says that he is EX. VP of Connell Finance Company, Inc., that the foregoing instrument was signed on behalf of said company by due authority, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Karen Kulinich
Notary Public

**KAREN KULINICH
NOTARY PUBLIC OF NEW JERSEY
Registered in Middlesex & Union Counties
My Commission Expires Sept. 30, 1997**

**SCHEDULE I TO
PARTIAL TERMINATION OF EQUIPMENT LEASE**

Description of Equipment

Twenty-four (24) used 4000 c.f rotary coupled gondola cars constructed by Thrall Car Manufacturing Company, with the following reporting marks and numbers:

<u>Reporting Mark</u>	<u>Car Number</u>
DRGW	13005
	13006
	13015
	13018
	13022
	13023
	13027
	13035
	13039
	13043
	13046
	13052
	13067
	13071
	13072
	13076
	13079
	13081
	13084
	13086
	13087
	13091
	13092
	13097